

EXHIBIT 2

W. R. GRACE & CO. CDN ZAI PD PROOF OF CLAIM FORM FOR A FURTHER OPPORTUNITY TO FILE CDN ZAI PD CLAIMS		
W. R. Grace & Co., et al.	Case No. 01-1139	THIS SPACE IS FOR OFFICIAL USE ONLY
NOTE: Use this form <u>only</u> if you have a Canadian ("CDN") ZAI Claim related to property damage "PD" against any of the Debtors (a "CDN ZAI PD Claim"). Do not include claims relating to personal injury. THE DEADLINE FOR A FURTHER OPPORTUNITY TO FILE THIS CDN ZAI PD PROOF OF CLAIM FORM FOR CDN ZAI PD CLAIMS IS DECEMBER 31, 2009.		
Name of Creditor (The injured person or other entity to whom the Debtor(s) owe money or property):		
Name and address where notices should be sent:		
Telephone Number:		
1. <u>Building Information:</u> a. Address of the building that contains ZAI: b. Approximate date the building was constructed: c. Approximate date ZAI was installed in the building: d. Location within building where ZAI is located: e. What is your legal interest in the building (i.e., own or lease)? f. Date of removal of ZAI (if applicable): g. Date of containment of ZAI (remediation to contain, but not remove, the ZAI) (if applicable): 		THIS SPACE INTENTIONALLY LEFT BLANK
2. <u>Attachments:</u> Attach any backup documents to this form that are related to these questions.		This Space is for Court Use Only
Date:	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____ _____	

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GENERAL INSTRUCTIONS FOR FURTHER OPPORTUNITY TO COMPLETE THE W. R. GRACE & CO. CDN ZAI PD PROOF OF CLAIM FORM FOR CDN ZAI PD CLAIMS

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, there may be exceptions to these general rules.

**THE DEADLINE FOR A FURTHER OPPORTUNITY TO FILE A CDN ZAI PD PROOF OF CLAIM FORM IS
DECEMBER 31, 2009.**

A bar date of August 31, 2009, was established by the U.S. Bankruptcy Court for the District of Delaware in the W. R. Grace Chapter 11 bankruptcy case as being the last day on which to file CDN ZAI PD Claims in these cases. However, pursuant to the Amended and Restated CDN ZAI Minutes of Settlement, dated November 16, 2009, the parties agreed that notwithstanding the CDN ZAI PD Claims Bar Date of August 31, 2009, all CDN ZAI PD Claimants who file proofs of claim by **December 31, 2009**, shall be entitled to seek compensation from the CDN ZAI PD Claims Fund, which entitlement shall be determined in accordance with the CDN ZAI PD Claims Procedure as defined and outlined in the Amended and Restated CDN ZAI Minutes of Settlement.

Thus, notwithstanding the CDN ZAI PD Bar Date, you have a further opportunity to file a CDN ZAI PD Proof of Claim by DECEMBER 31, 2009.

CDN ZAI PD Claims are defined below and involve property-related claims attributable to ZAI for property located in Canada.

Do not use this form for personal injury claims -- CDN ZAI PI Claims. CDN ZAI PI Claims will be channeled to the U.S. asbestos personal injury trust to be established pursuant to section 524(g) of the U.S. Bankruptcy Code as part of the Debtors' joint plan of reorganization.

- GENERAL DEFINITIONS -

"*Amended and Restated CDN ZAI Minutes of Settlement*" is a summary of a settlement reached between the Debtors and Grace Canada, Inc. ("Grace Canada"), on the one hand and the CCAA Representative Counsel on the other hand, in which the Debtors and Grace Canada agree to fund the CDN ZAI PD Claims Fund in full satisfaction of CDN ZAI PD Claims. The settlement also settles CDN ZAI PI Claims by channeling such claims to a trust to be established in the United States pursuant to the Debtors' plan of reorganization.

"*Canadian ZAI PD Claimants*" means a holder of a CDN ZAI PD Claim, and someone who should complete the CDN ZAI PD Proof of Claim Form for the CDN ZAI PD Claims in order to seek compensation on account of his CDN ZAI PD Claim from the CDN ZAI PD Claims Fund.

"*Canadian ZAI PI Claimant*" means a holder of a CDN ZAI PI or "personal injury" Claim, and someone who should not fill out the claim form that accompanies these instructions.

"*CCAA Representative Counsel*" means Lauzon Belanger S.E.N.C.R.L. and Scarfone Hawkins LLP in their capacity as representative counsel to Canadian ZAI PD Claimants and Canadian ZAI PI Claimants.

"*CDN*" is an abbreviation for "Canadian."

"*CDN ZAI PD Bar Date*" was August 31, 2009, the date set by the U.S. Court as the date by which all persons and entities who had CDN ZAI PD Claims against the Debtors must file proofs of claim or be forever barred from asserting any such claims against the Debtors. However, pursuant to the Amended and Restated CDN ZAI Minutes of Settlement, dated November 16, 2009, the parties agreed that notwithstanding the CDN ZAI PD Claims Bar Date of August 31, 2009, all CDN ZAI PD Claimants who file proofs of claim by **December 31, 2009**, shall be entitled to seek compensation from the CDN ZAI PD Claims Fund, which entitlement shall be determined in accordance with the CDN ZAI PD Claims Procedure as defined and outlined in the Amended and Restated CDN ZAI Minutes of Settlement.

"*CDN ZAI PD Claims Fund*" means a fund to be established in Canada for the administration, adjudication, and distribution of funds with respect to CDN ZAI PD Claims.

"*CDN ZAI PD Proof of Claim Form for CDN ZAI PD Claims*" is the W. R. Grace & Co. Canadian ZAI PD Proof of Claim Form which must be submitted by you on or before the deadline of **DECEMBER 31, 2009**. This form must be filed with the Claims Processing Agent as described below.

"Creditor" is any person, corporation, or other entity to whom the debtor owed a debt on the date the bankruptcy case was filed.

"Debtors" are the persons, corporations, or other entities listed below that have filed voluntary petitions for bankruptcy, and *"Debtor"* is any one of them, individually.

"Petition Date" is April 2, 2001, the date on which the Debtors each filed voluntary petitions for bankruptcy under Chapter 11 of Title 11 of the United States Code.

"ZAI" is a loose-fill, non-roll vermiculite home attic insulation, which may contain naturally occurring asbestos. It was sold from the 1920/1930s to 1984. Zonolite may have a glittery granular appearance. The granules are shaped like a small nugget and expanded like an accordion and may have a silvery, gold translucent or brownish cast. After years in the attic, the granules may darken to black or gray. Zonolite may be found underneath subsequently installed insulation of other types such as rolled fiberglass insulation.

-DEFINITION OF CANADIAN ZONOLITE ATTIC INSULATION PROPERTY CLAIMS OR "CDN ZAI PD" CLAIMS -

The Debtors have created a CDN PD ZAI Proof of Claim Form for CDN ZAI PD Claims. Such claims are defined as follows:

"CDN ZAI PD Claims" are claims as defined under section 101(5) of the Bankruptcy Code and include claims that relate to the cost of abatement or removal, diminution of property value or other economic loss allegedly caused by Zonolite Attic Insulation manufactured by the Debtors and ***installed in homes and buildings that are located in Canada.*** CDN ZAI PD Claims are those past, present, and future claims cognizable under Canadian law against, or any debt, obligation or liability of, one or more of the Debtors, creating a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, and whether such claim, debt, obligation or liability is in the nature of or sounding in tort, contract, warranty or any other theory of law or equity, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by the Zonolite Attic Insulation sold, supplied, produced, specified, selected, distributed or in any way marketed by one of the Debtors or their predecessors or former subsidiaries and affiliates -- and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors or their predecessors or former subsidiaries and affiliates, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. **CDN ZAI PD Claims relate only to property located in Canada, and do not include any claims relating to personal injury.**

- THE DEBTORS -

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The deadline for a further opportunity to file CDN ZAI PD Claims pursuant to the Amended and Restated CDN ZAI Minutes of Settlement is December 31, 2009 at 5:00 P.M. Eastern Time.

Be sure to date the claim and place the original signature of claimant or person making claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable".

RETURN CDN ZAI PD PROOF OF CLAIM (WITH ATTACHMENTS, IF ANY) TO THE FOLLOWING CLAIMS AGENT FOR THE DEBTORS:

By Mail:
Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
P.O. Box 1620
Faribault, MN USA 55021-1620

Or

By Hand Delivery:
Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
201 S. Lyndale Ave.
Faribault, MN USA 55021

– SPECIFIC INSTRUCTIONS FOR COMPLETING THE CDN ZAI PD PROOF OF CLAIM FORM–

1. The CDN ZAI PD Proof of Claim Form must be completed by individual holders of CDN ZAI PD Claims. If you assert claims against more than one Debtor, you do not need to file a separate CDN ZAI PD Proof of Claim against each applicable Debtor. The Debtors' Chapter 11 Plan currently contemplates a consolidation of the Debtors for Plan purposes whereby claims will be paid by the consolidated Debtors' estates. If consolidation for Plan purposes is not ultimately allowed by the Court, you will have the opportunity to assert your claim against the applicable Debtor or Debtors.
2. Please read the CDN ZAI PD Proof of Claim for CDN ZAI PD Claims carefully and fill it in completely and accurately.
3. Print legibly. Your claim may be disallowed if it cannot be read and understood.
4. The CDN ZAI PD Proof of Claim for CDN ZAI PD Claims must be completed in English or French.
5. Attach additional pages if more space is required to complete the CDN ZAI PD Proof of Claim Form.
7. The claimant *must* attach copies of any and all available supporting documents.
8. **To be considered timely filed, the CDN ZAI PD Proof of Claim Form for CDN ZAI PD Claims must be actually received by Rust Consulting, Inc. by December 31, 2009, at 5:00 p.m. prevailing Eastern Time.**

see more on next page

9. If you have any questions concerning whether or not you need to file a CDN ZAI PD Proof of Claim Form for CDN ZAI PD Claims, then you should consult your attorney if you have one.

In addition, Representative Counsel has been appointed by the Canadian Court to represent the interests of holders of CDN ZAI Claims, and you can contact them or visit their websites if you have questions. These counsel are:

Michel Bélanger
Lauzon Belanger, Inc.
286 Saint-Paul West
Montreal (Quebec) H2Y 2A3
Telephone: (514) 844-4646
Facsimile: (514) 844-7009
Website: <http://www.lauzonbelanger.qc.ca>
Email: info@lauzonbelanger.qc.ca

and

David Thompson
Matthew Moloci
Scarfone Hawkins LLP
One James Street South, 14th Floor
P.O. Box 926, Depot 1
Hamilton Ontario, Canada L8N 3P9
Telephone: (905) 523-1333
Facsimile: (905) 523-5878
Websites: <http://www.shlaw.ca> or <http://www.classactionlaw.ca>
Email: thompson@shlaw.ca or moloci@shlaw.ca

You can also contact U.S. counsel for the Representative Counsel if you have questions:

Daniel K. Hogan
The Hogan Firm
1311 Delaware Avenue
Wilmington, DE 19806
Telephone: (302) 656-7540
Facsimile: (302) 656-7599
Website: <http://www.thehoganfirm.com>
Email: dkhogan@dkhogan.com

For additional information regarding this notice or to obtain a CDN ZAI PD Proof of Claim Form, contact the Claims Processing Agent toll-free at 1-877-465-4817 between 9:00 a.m. and 5:00 p.m. (Eastern Time), Monday through Friday, or write to the Claims Processing Agent at the address outlined herein. You may also request a CDN ZAI PD Proof of Claim via Grace's chapter 11 website, at <http://www.graceclaims.com>.

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